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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

Lynn Shapiro Starr  
Vice President  
Regulatory Affairs

February 2, 1999

**BY HAND DELIVERY**

Carol E. Matthey, Esq.  
Chief, Policy and Program Planning Division  
Common Carrier Bureau  
Federal Communications Commission  
1919 M Street, N.W., Room 544.  
Washington, D.C. 20554

Re: Application of SBC Communications, Inc. and  
Ameritech Corporation for Authority To Transfer  
Control of Certain Licenses and Authorizations, CC  
Docket No. 98-141 – Notice of Ex Parte Presentation

Dear Ms. Matthey:

This letter concerns your letter dated January 7, 1999 requesting documentary material in connection with the proposed merger between Ameritech Corporation ("Ameritech") and SBC Communications, Inc. At the request of Commission staff, we are submitting this letter to reflect a series of discussions between Ameritech representatives and Commission staff members concerning (1) the mechanics of complying with the Commission's letter request to Ameritech for documentary material and (2) the possibility of narrowing and making more specific the scope of the January 7, 1999 request for documents and supplemental information.

We appreciate the cooperation and courtesy afforded us by the Commission's staff during these discussions. As the result of these discussions,

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Ms. Carol E. Matthey, Esq.  
February 2, 1999  
Page 2

Ameritech proposes the following revisions and clarifications the January 7, 1999 Request for Documentary Material set forth below.

General/Global Revisions:

- Ameritech should provide an index of all documents it produces to the FCC, indicating which documents are responsive to which of the questions posed in the FCC document request. The index also will include the following information, to the extent such information is available: (1) name of the person from whose office the document originated; (2) name the author(s) of the document; (3) name(s) of the recipients of the document; (4) a brief description or title of the document; and (5) the starting DOJ bates number for the document, if produced to DOJ.
- In general, Ameritech's initial search for documents will be limited to the materials already produced to DOJ and the files of the Ameritech affiants, except for questions, or parts of questions, not addressed in the DOJ submission. For those questions, or parts of questions, Ameritech will search the files of all relevant individuals, irrespective of whether those files were previously searched in responding to the DOJ submission.
- In addition, all references to "all documents" will be limited to a search of the files of relevant individuals at Ameritech identified by FCC staff based on a review of Ameritech organizational charts. Documents retrieved from the files of such relevant individuals will be produced to the FCC no later than the week of February 8, 1999. (Such relevant individuals are identified, on a question-by-question basis, on Attachment A hereto.)

Ms. Carol E. Matthey, Esq.  
February 2, 1999  
Page 3

- With the exceptions of Questions 18 and 19, limit all requests for information or documents to the period from February 8, 1996 until 10 days prior to the requested deadline of February 2, 1999. With respect to files searched for the DOJ, the initial end date will be the end date for the DOJ submissions. With regard to the following questions, the end date should be the end date for the DOJ submissions: 1-12.
- Ameritech will inform the FCC staff which document requests are likely to result in the production of a very large number of documents; Ameritech and the FCC staff will then discuss modifications to those questions in order to limit the scope of the production.

#### **Revisions/Limitations to Specific Questions**

##### **Question #3**

- With respect to subsections (b) and (c), limit the information and documents to be provided to that which was produced to DOJ (which will include discussions of Project Gateway, Managed Local Access (MLA), and exclude information and documents relating to international, payphone, alarm monitoring, and stand-alone interLATA offerings (e.g., prepaid calling card product, 1-800 conferencing service). To the extent that there are documents in the files of relevant individuals responsive to subsections (b) and (c) that were not included in the DOJ submission, Ameritech will include those documents in responding to the FCC's request. In addition, Ameritech must provide information and documents regarding any international offerings that were part of an Ameritech bundled offering, which also included domestic local or interLATA telecommunications services. With regard to the exclusion of documents regarding alarm monitoring, any such exclusion is subject to the Commission's final determination on the Alarm Industry Communica-

Ms. Carol E. Matthey, Esq.  
February 2, 1999  
Page 4

tions Committee Motion to Require Full Disclosure of Relationship with Smith Alarm (filed Dec. 16, 1998 in CC Docket No. 98-141).

- With respect to subsection (b), the language of the first sentence should remain the same and the second sentence should be deleted. FCC staff understands that, pursuant to the first sentence, any documents regarding facilities based provision in the context of MLA will be produced by Ameritech. As a further point of clarification, FCC staff notes that the first sentence should be read to include any documents associated with the provision of service on a resale basis where the document indicates that the ultimate goal was to provide service on a facilities-based basis.

#### Question #4

- Ameritech will provide a narrative addressing the level of progress Ameritech had made in building OSS interfaces as of May 10, 1998. The narrative should contain citations to documents that Ameritech has relied on, such as internal reports, regardless of whether such documents were produced to DOJ.
- After reviewing responsive narratives submitted by Ameritech, FCC staff may request additional information and/or documents.

#### Question # 5

- After reviewing responsive narratives submitted by Ameritech, FCC staff may request additional information and/or documents. Ameritech's narrative responses should contain citations to documents that Ameritech has relied on,

Ms. Carol E. Matthey, Esq.  
February 2, 1999  
Page 5

such as internal reports, regardless of whether such documents were produced to DOJ.

Question # 6

- After reviewing responsive narratives submitted by Ameritech, FCC Staff may request additional information and/or documents. Ameritech's narrative responses should contain citations to documents that Ameritech has relied on, such as internal reports, regardless of whether such documents were produced to DOJ. Ameritech's narrative response should explain when and why any testing ceased.

Question # 7

- After reviewing responsive narratives submitted by Ameritech, FCC Staff may request additional information and/or documents. Ameritech's narrative responses should contain citations to documents that Ameritech has relied on, such as internal reports, regardless of whether such documents were produced to DOJ.

Question # 9

- Ameritech will provide a written narrative, with citations to underlying documents, of the extent to which it has assessed whether any of the out-of-region facilities that it owns, or did own at the time of the merger announcement, could be used to provide competitive wireline local exchange and

Ms. Carol E. Matthey, Esq.  
February 2, 1999  
Page 6

exchange access service.<sup>1</sup> With regard to any such assessments, Ameritech will explain in the narrative which facilities were involved. After reviewing responsive narrative submitted by Ameritech, FCC staff may request additional information or documents.

- For purposes of this question (and Question # 10), exclude international, paging, and payphone facilities, and facilities in Hawaii (i.e., cellular in Kauai).
- Limit response by excluding "Official Services Network," which is the interLATA network used for Ameritech's internal operations to transmit data between, for example, Milwaukee WI and Springfield, IL (which has been an exception to the interLATA prohibition under the MFJ).

#### Question # 10

- For purposes of this question, exclude international, paging, and payphone facilities, and facilities in Hawaii (i.e., cellular in Kauai).

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<sup>1</sup> By limiting the scope of this question to any out-of-region facilities that could be used to provide *competitive* local exchange and exchange access service, Ameritech's response will not include those facilities that are owned by Ameritech, but are located outside of Ameritech's region (as defined in n.1 of the 1/7/99 request), and used to provide service to customers either on an ILEC basis directly or via relationships with other ILECs. Specifically, the following facilities would be excluded: (1) intraLATA toll facilities; (2) facilities used to provide exchange access service jointly with an adjacent ILEC via interconnected facilities (i.e., meet point arrangements); and (3) facilities used for the joint provisioning of local exchange service by Ameritech and an adjacent ILEC, whether in the five states or immediately adjacent to the five states.

Ms. Carol E. Matthey, Esq.

February 2, 1999

Page 7

- Any analysis that was done by Ameritech has already been produced to DOJ in connection with Project Gateway, Project Green, and MLA. Ameritech will provide such analyses to FCC staff.
- Limit response by excluding "Official Services Network," which is the interLATA network used for Ameritech's internal operations to transmit data between, for example, Milwaukee WI and Springfield, IL (which has been an exception to the interLATA prohibition under the MFJ).

Question # 11

- In lieu of the information currently requested in the question, Ameritech will provide: (a) a written explanation, with citations to underlying documents, of the extent to which it has assessed whether any of the facilities associated with Ameritech's provision of telecommunications service, wireline or wireless, in areas that are contiguous to those of other ILECs (e.g., St. Louis) could be converted for the provision of competitive wireline local exchange service in the neighboring ILEC's region; and (b) any documents in Ameritech's possession that discuss the costs of such conversion.
  - Any analysis that was done by Ameritech has already been produced to DOJ in connection with Project Gateway, Project Green, and MLA. Ameritech will provide such analyses to FCC staff.
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Ms. Carol E. Matthey, Esq.  
February 2, 1999  
Page 8

Question # 13

- Modify the language in Question 13 by replacing the term "all documents" each time it appears with the phrase "all final analytical reports (including a sample script and questionnaire, where available)."
- Limit the response to information and/or documents that Ameritech can produce without violating confidentiality agreements with customers or potential customers. Ameritech will follow up with an indication of what documents are subject to confidentiality agreements.

Question # 14

- Modify the language in Question 14 by replacing the term "all documents" each time it appears with the phrase "all final analytical reports (including a sample script and questionnaire, where available)."
- Limit the response to information and/or documents that Ameritech can produce without violating confidentiality agreements with customers or potential customers. Ameritech will follow up with an indication of what documents are subject to confidentiality agreements.

Question # 15

- Clarify that the term "large business customers" means "large retail business customers."



Ms. Carol E. Matthey, Esq.  
February 2, 1999  
Page 9

- With respect to subsections (a) through (c), limit the responses to information or documents in the possession of Ameritech's Custom Business Services Group, which is the business unit that handles Ameritech's largest customers.
- Question 15(d) is on hold pending further internal FCC discussion. Ameritech's response to Question 15(d) is not required by February 2, 1999.

Question #16

- With respect to each subsection, exclude information or documents regarding RFPs for telecommunications services within a single state served by Ameritech. In addition, initially limit the responses to information or documents in the possession of Ameritech's Custom Business Services Group, which is the business unit that handles Ameritech's largest customers.
- In lieu of the information and documents requested in each subsection of this question, Ameritech initially will meet with FCC staff on Friday, January 29, 1999 to discuss the substance of this request. Ameritech also will provide a preliminary assessment about which RFPs it may provide information to the FCC without violating any confidentiality agreements. After Ameritech has provided such an assessment, FCC staff will determine how Ameritech should proceed in responding to Question 16, including the possibility of providing a summary description of RFPs for the 12 month period of May 1, 1997 through May 1, 1998 (or a similar period).
- Exclude any information and/or documents regarding RFPs that are exclusively for international and/or payphone services.

Ms. Carol E. Matthey, Esq.  
February 2, 1999  
Page 10

Question #17

- Question 17 should be read to apply to all documents in Ameritech's possession that Ameritech has used in preparing for the merger with SBC and the National-Local Strategy.

Questions #18 and #19

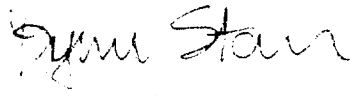
- Ameritech representatives and FCC Staff will have further discussions regarding these questions and, pending the outcome of those discussions, Ameritech will not be required to produce information or documents in response to these questions.

Finally, with respect to Document No. AC 1231 specifically requested by Commission staff, Ameritech and Commission staff are having further discussions and a final decision regarding the production of this document will be made prior to the production of documents from the files of relevant individuals, which is scheduled for the week of February 8, 1999.

Ms. Carol E. Matthey, Esq.  
February 2, 1999  
Page 11

Two copies of this letter also have been submitted to the Secretary's  
Office.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Lynn Starr".

Lynn Shapiro Starr  
Vice President – Regulatory Affairs  
Ameritech Corporation

cc: Radhika Karmarkar, Common Carrier Bureau (CCB)  
Magalie Roman Salas, Secretary, FCC